

2550 Golf Road  
Rolling Meadows, IL 60008

Telephone: 312/640-7000



4-318A067

8833-I through 8833-P

No. NOV 13 1984

Date

Fee \$

ICC Washington, D.C.

RECORDATION NO. FILE 1425

NOV 13 1984 - 1 30 PM

INTERSTATE COMMERCE COMMISSION

RECORDATION NO. FILE 1425

NOV 13 1984 - 1 30 PM

INTERSTATE COMMERCE COMMISSION

October 23, 1984

Secretary  
Interstate Commerce Commission  
Washington, D.C.

Dear Secretary:

Pursuant to 49 U.S.C. §11303 and the rules and regulations promulgated thereunder, as amended, we hand you herewith for filing three fully executed counterparts of that certain Supplemental Agreement and three fully executed counterparts of each of seven separate Assignments, all dated as of April 6, 1984. The parties to the Supplemental Agreement are:

Debtor: Evans Railcar Leasing Company  
The East Tower, Suite 1000  
2550 Golf Road  
Rolling Meadows, Illinois 60008

Secured Party: *GIRARD*  
~~Grand~~ Bank  
c/o Mellon Bank Corporate Trust  
East Division  
One Mellon Bank Center  
Room 3650  
Pittsburgh, Pennsylvania 15230

The parties to the seven separate Assignments are:

Assignor: Evans Railcar Leasing Company  
The East Tower, Suite 1000  
2550 Golf Road  
Rolling Meadows, Illinois 60008

ICE RECEIVED  
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NOV 13 1 21 PM '84  
MOTOR VEHICLE UNIT

*C. Overton*

Secretary  
Interstate Commerce Commission

October 24, 1984  
Page Two

Assignee: *GIRARD*  
~~Grand~~ Bank  
c/o Mellon Bank Corporate Trust  
East Division  
One Mellon Bank Center  
Room 3650  
Pittsburgh, Pennsylvania 15230

A description of the equipment being deleted pursuant to the Supplemental Agreement is attached hereto as Exhibit A; a description of the equipment being added by the Supplemental Agreement is attached hereto as Exhibit B; and a description of the leases being assigned by the Assignments is attached hereto as Exhibit C.

The enclosed Supplemental Agreement and Assignments relate to that certain Equipment Trust Agreement dated as of March 1, 1977 and recorded with Interstate Commerce Commission on May 27, 1977 as ICC Recordation No. 8833. Accordingly, we request that the Supplemental Agreement and Assignments be filed as subfilings under that number.

Enclosed herewith is a check in the amount of \$80 in payment of the applicable recording fees.

Since these documents are being delivered to you by hand, we would appreciate it if you would return to the bearer the duly stamped counterparts of the Supplemental Agreement and Assignments not required to be kept by you, or, if it is not possible to return them to the bearer, send them to: Mr. Ronald M. Neifield, Rosenthal and Schanfield, 55 East Monroe Street, Suite 4620, Chicago, Illinois 60603.

Very truly yours,

EVANS RAILCAR LEASING COMPANY

  
Assistant Secretary

Enclosures

EXHIBIT A  
SERIES 14  
"DELETED CAR NUMBERS"

<u>Description</u>	<u>Reporting Marks</u>
139 52'5" 70-ton Insulated Boxcars	BCIT 800200-800349 (excluding BCIT 800226, 800251, 800255, 800290, 800300, 800310, 800316, 800323, 800325 800335, 800340)
233 52'5" 70-ton Insulated Boxcars	BCIT 800400-800649 (excluding BCIT 800441, 800466, 800468, 800505, 800506, 800522, 800527, 800529, 800542, 800545, 800576, 800587, 800590, 800616, 800617, 800629, 800647)

DESCRIPTION OF CARS AND LEASESEXHIBIT C

<u>QUANTITY</u>	<u>LESSEE</u>	<u>MASTER LEASE DATE</u>	<u>SCHEDULE NO.</u>	<u>SCHEDULE DATE</u>	<u>TERM (YEARS)</u>	<u>CAR NUMBERS (BOTH INCLUSIVE)</u>
3	Armstrong Cork Co.	6/8/78	2	12/11/79	15	USLX 12019-12021
45	Mountain Pine Lumber, Ltd.	2/15/80	1	2/15/80	12½	MRCX 100-143, 145
10	Toledo, Peoria & Western Railway Co.	3/4/78	3	9/3/80	5	TPW 50579-50588
195	Georgia-Pacific Corporation	9/12/77	5	11/22/78	5	USLX 11800-11999 (exclud- ing USLX 11854, 11868, 11914, 11951, 11988)
49	Fort Worth & Denver Railway Company	4/16/79	1	4/16/79	10	FW&D 750000-750040 (excluding 750016, 750035)
34	Grant Trunk Western Railroad	4/17/78	3	6/4/79	5	GTW 302124-302157
36	Grant Trunk Western Railroad	4/17/78	4	6/5/79	5	GTW 302088-302123
10	Thomasville Furniture Industries, Inc.	7/3/79	1	7/3/79	10	USLX 12009-12018

11/13/84

**Interstate Commerce Commission**  
Washington, D.C. 20423

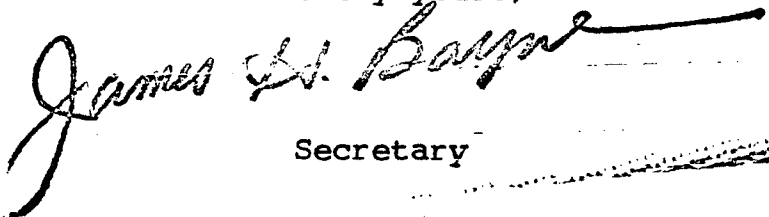
OFFICE OF THE SECRETARY

Ronald M. Neifield  
Rosenthal & Schanfield }  
55 East Monroe Street, Suite 4620  
Chicago, Illinois 60603

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 11/13/84 at 1:30pm and assigned re-  
recording number(s). 13450-A, 8833-I, 8833-J, 8833-K, 8833-L, 8833-M, 8833-N  
8833-O, 8833-P

Sincerely yours,

  
Secretary

Enclosure(s)

NOV 13 1984 - 1 20 PM

SUPPLEMENTAL AGREEMENT  
INTERSTATE COMMERCE COMMISSION

This Supplemental Agreement dated as of April 6, 1984, is by and between Girard Bank (hereinafter called the "Trustee") and Evans Railcar Leasing Company, an Illinois Corporation, by name change successor to United States Railway Leasing Company (hereinafter called the "Company").

W I T N E S S E T H:

WHEREAS, the Trustee and the Company have executed and delivered with and to each other that certain Equipment Trust Agreement, Series 14, dated as of March 1, 1977 (hereinafter called the "Agreement"); and

WHEREAS, the Agreement was recorded with the Interstate Commerce Commission in accordance with 49 USC Section 11303 and assigned Recordation No. 8833; and

WHEREAS, pursuant to said Agreement, the Company granted the Trustee a security interest in certain railroad cars (hereinafter called the "Trust Equipment"); and

WHEREAS, the Company and the Trustee desire to modify and amend the Agreement to reflect changes in identifying marks with respect to certain units of Trust Equipment.

NOW, THEREFORE, in consideration of the promises, covenants and agreements hereinafter set forth, it is agreed by and between the parties hereto that:

1. The Agreement is hereby amended by deleting from Exhibit A thereof, the car numbers described in Exhibit A hereto (hereinafter called "Deleted Car Numbers"), and subjecting to the lien thereof and adding to Exhibit A thereof, the car numbers described in Exhibit B hereto (hereinafter called "Replacement Car Numbers").

2. The term "Trust Equipment" as used in the Agreement shall hereafter, for all purposes, include the Replacement Car Numbers and shall not hereafter include the Deleted Car Numbers.

3. The Company will promptly cause this Supplemental Agreement to be filed and recorded with the Interstate Commerce Commission and recorded in accordance with 49 USC 11303.

4. Except as amended and supplemented hereby, the Agreement shall remain unaltered and in full force and effect.

IN WITNESS WHEREOF, the parties hereto have caused this  
Supplemental Agreement to be duly executed as of the 6<sup>th</sup> day of  
April, 1984.

[CORPORATE SEAL]

ATTEST:

GIRARD BANK, as Trustee

[Signature]  
Assistant Secretary

By: [Signature]

[CORPORATE SEAL]

ATTEST:

EVANS RAILCAR LEASING COMPANY

[Signature]  
Assistant Secretary

By: [Signature]

EXHIBIT A  
SERIES 14  
"DELETED CAR NUMBERS"

Description

Reporting Marks

139 52'5" 70-ton Insulated  
Boxcars

BCIT 800200-800349  
(excluding BCIT  
800226, 800251,  
800255,  
800290, 800300,  
800310, 800316,  
800323, 800325  
800335, 800340)

233 52'5" 70-ton Insulated  
Boxcars

BCIT 800400-800649  
(excluding BCIT  
800441, 800466,  
800468, 800505,  
800506, 800522,  
800527, 800529,  
800542, 800545,  
800576, 800587,  
800590, 800616,  
800617, 800629,  
800647)



EXHIBIT B  
SERIES 14  
"REPLACEMENT CAR NUMBERS"

Description

372 52'5" 70-ton Insulated  
Boxcars

Reporting Marks

USLX 11800-11999  
(excluding USLX  
11854,11868,11914,  
11951,11988)  
FWD 750000-750040  
(excluding FWD  
750016,750035)  
GTW 302124-302157  
GTW 302088-302123  
USLX 12009-12018  
TPW 50579-50588  
USLX 12019-12021  
MRCX 100-145  
(excluding MRCX 144)

STATE OF PENNSYLVANIA

CITY AND COUNTY OF PHILADELPHIA

On this 2nd day of MAY, 1984, before me personally appeared H. E. IKELER, JR. and C. H. DOUGHERTY, to me personally known, who, being by me duly sworn, say that they are Vice President and Assistant Secretary, respectively, of GIRARD BANK that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

My commission expires:

JUNE MATERNA  
Notary Public, Phila., Phila. Co.  
My Commission Expires Dec. 21, 1987

June Materna  
Notary Public

STATE OF

COUNTY OF COOK

On this 6th day of April, 1984, before me personally appeared Paul R. Leak and Lawrence Prange, to me personally known, who, being by me duly sworn, say that they are Vice President and Assistant Secretary, respectively, of EVANS RAILCAR LEASING COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

My commission expires:

Feb. 4, 1985

Susan E. Muehlefeld  
Notary Public